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05-16-2007

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commission

103406592

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Original documents or copy thereof.

1. Name of conveying party(ies):

Russ Berrie and Company, Inc.

☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-State☒ Other CorporationAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other

Execution Date: April 13, 2007

2. Name and address of receiving party(ies)

Name: Russ Berrie U.S. Gift, Inc.

Internal

Address:

Street Address: 111 Bauer Drive

City: Oakland State: NJ Zip: 07436

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-State☒ Other CorporationIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Reg. No. 2,482,505

Int. Cl.: 28

B. Trademark Registration No.(s)

Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mary Cali

Internal Address: Russ Berrie U.S. Gift, Inc.

Street Address: 111 Bauer Drive

City: Oakland State: NJ Zip: 07436

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

182351

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Marc S. Goldfarb

Name of Person Signing

Signature

April 13, 2007

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 003544 FRAME: 0886

TO: Mary Cali COMPANY:

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Page 002

04-25-2007

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31)
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103399303

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Russ Berrie and Company, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Corporation

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: April 13, 2007

2. Name and address of receiving party(ies)

Name: Russ Berrie U.S. Gift, Inc.

Internal

Address: _____

Street Address: 111 Bauer DriveCity: Oakland State: NJ Zip: 07436

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

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Int. Cl.: 28

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Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mary CaliInternal Address: Russ Berrie U.S. Gift, Inc.Street Address: 111 Bauer DriveCity: Oakland State: NJ Zip: 074366. Total number of applications and registrations involved: 17. Total fee (37 CFR 3.41) \$ 40.00

- ☐ Enclosed
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Signature

April 13, 2007

Date

Total number of pages including cover sheet, attachments, and document: 7

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04-18-2007

U.S. Patent & TM Office Mail Rpt Dt: #34

TRADEMARK
REEL: 003544 FRAME: 0887

4/18/07

04/23/2007 DBYRNE 00000048 182351 2482505

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CERTIFICATE OF INCORPORATION
OF
RUSS BERRIE U.S. GIFT, INC.

1. The name of the corporation is Russ Berrie U.S. Gift, Inc.
2. The address of the corporation's registered office in Delaware is 874 Walker Road, Suite C, Dover (Kent County), Delaware 19904. United Corporate Services, Inc. is the corporation's registered agent at that address.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The corporation shall have authority to issue a total of 1000 shares of common stock of the par value of \$0.01 per share.
5. The name of the sole incorporator is Sara Adler and her mailing address is c/o Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022.
6. The Board of Directors shall have the power to make, alter or repeal the by-laws of the corporation.
7. The election of the Board of Directors need not be by written ballot.
8. The corporation shall indemnify to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as amended from time to time each person who is or was a director or officer of the corporation and the heirs, executors and administrators of such a person.
9. No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission occurring subsequent to the date when this provision becomes effective, except that he may be liable (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.
10. The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

Dated: February 6, 2006



Sara Adler
Sole Incorporator

31205714

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*Created with love
Just for you...
Because everyone needs
a friend or two
I sit on my lily pad
and croak all day...
It's my way of saying "hi"
In my own special way.*

76168930

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

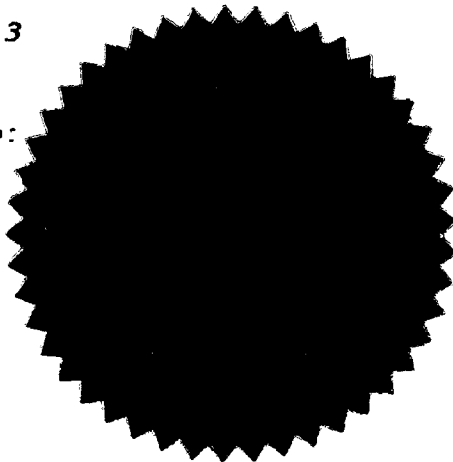
5. *at Dover, Delaware*

6. *the twenty-fifth day of April, A.D. 2007*

7. *by Secretary of State, Delaware Department of State*

8. No. *0314613*

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor

Secretary of State

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Delaware

PAGE 1

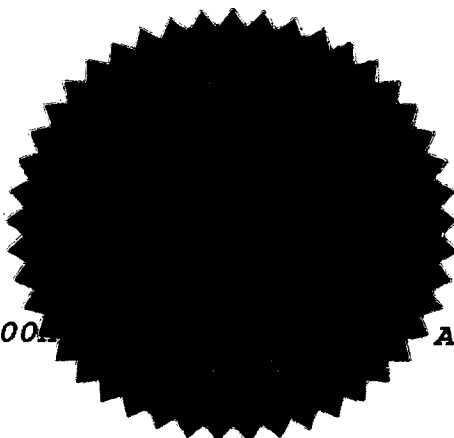
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RUSS BERRIE U.S. GIFT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2006, AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "RUSS BERRIE U.S. GIFT, INC.".



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4105418 8100

AUTHENTICATION: 5623538

070465317

DATE: 04-25-07

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The United States of America



CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office; that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Director of the United States Patent and Trademark Office; and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are part of this certificate.

This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.



Nicholas P. Galai

Acting Director of the United States Patent and Trademark Office